

Ref. No.: BBL/SEC/080/2025-26

August 21, 2025

BSE LimitedDept. of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001**BSE Scrip Code: 541153****National Stock Exchange of India Limited**The Listing Department
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051**NSE Symbol: BANDHANBNK**

Dear Sir/Madam,

Sub.: Disclosure under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') – Outcome of the 11th Annual General Meeting of Bandhan Bank Limited

In continuation to the letter bearing Ref. No.: BBL/SEC/072/2025-26 dated July 30, 2025, please be informed that the 11th Annual General Meeting ('AGM') of Bandhan Bank Limited (the 'Bank') was held today, i.e., **Thursday, August 21, 2025, at 11.00 a.m. (IST)**, through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), in compliance with the relevant provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder, read with relevant circulars issued in this regard, from time to time, by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 44 of the SEBI LODR and the applicable provisions of the Act, the Bank has provided the facility to the Members to cast their vote on the resolutions proposed by way of electronic means, i.e., through remote e-voting from 9:00 a.m. (IST) on Sunday, August 17, 2025 till 5:00 p.m. (IST) on Wednesday, August 20, 2025, and through e-voting during the AGM. The Bank had appointed CS Hansraj Jaria (FCS No.: 7703/ CP No.: 19394), Practising Company Secretary, to act as the Scrutinizer, to scrutinize the electronic voting process in a fair and transparent manner. Accordingly, the Scrutinizer has submitted the Consolidated Scrutinizer's Report on the remote e-voting and the e-voting during the AGM. On the basis of the Scrutinizer's Report, all the resolutions, as set out in the AGM Notice, have been duly approved by the Members, with requisite majority, and the resolutions are declared as passed in the AGM held on August 21, 2025. Summary of the proposals approved by the Members are, as under:



Ordinary Business:

1. Consideration and adoption of the Audited Annual Financial Statement of the Bank for the financial year ended March 31, 2025 and the Reports of the Auditors and the Board of Directors thereon;
2. Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2025;
3. Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714), who retired by rotation as a Director and being eligible, offered himself for re-appointment;
4. Appointment of M/s. V. Singhi & Associates, Chartered Accountants, as Joint Statutory Auditors of the Bank, and fixation of the remuneration of Joint Statutory Auditors;

Special Business:

5. Appointment and remuneration of M/s. Makarand M. Joshi & Co., Company Secretaries, as Secretarial Auditor of the Bank;
6. Appointment of Ms. Veni Thapar (DIN: 01811724) as an Independent Director;
7. Remuneration of Mr. Ratan Kumar Kesh (DIN: 10082714), as Executive Director & Chief Operating Officer; and
8. Approval for fixed remuneration for Non-Executive Directors except Part-time Non-Executive Chairperson.

In view of the above and pursuant to Regulations 30 and 44 of the SEBI LODR and applicable provisions of the Act, the Bank hereby submits the following:

- (i) Proceedings of the 11th AGM;
- (ii) Voting Results in the prescribed format; and
- (iii) Consolidated Scrutinizer's Report on e-voting.

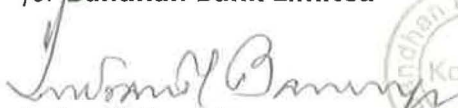
This disclosure is being simultaneously uploaded on the website of the Bank, www.bandhanbank.com.

You are requested to take note of the above.

Thanking you.

Yours faithfully,

for **Bandhan Bank Limited**


Indranil Banerjee
Company Secretary



Encl.: As above

Proceedings of the 11th Annual General Meeting of Bandhan Bank Limited

The 11th Annual General Meeting ('**AGM**'/ '**Meeting**') of Bandhan Bank Limited (the '**Bank**') was held on Thursday, August 21, 2025, at 11.00 a.m. (IST), through Video Conferencing ('**VC**')/ Other Audio-Visual Means ('**OAVM**'), in compliance with the applicable provisions of the Companies Act, 2013 (the '**Act**'), the rules made thereunder and General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ('**MCA**'), read with applicable circulars, if any, issued by the Securities and Exchange Board of India ('**SEBI**').

Dr. Anup Kumar Sinha, Non-Executive (Independent) Chairman of the Board, chaired the AGM. The Chairman introduced the Directors, Key Managerial Personnel of the Bank and invitees attending the Meeting. All the Directors of the Bank, including the Chairmen of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, were present at the AGM. The representatives of the Statutory Auditors and Secretarial Auditor were also present at the Meeting.

The requisite quorum being present, the Chairman, Dr. Sinha, called the Meeting to order and welcomed the Members to the 11th AGM of the Bank. Dr. Sinha stated that since the Meeting was being conducted through VC/ OAVM, no proxy was entitled to attend the Meeting, in line with the requirements of the aforesaid circulars issued by the MCA and the amended provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Chairman further informed that the facility for remote e-voting on all the resolutions set out in the Notice of the AGM had been provided to the Members in proportion to their voting rights as on the Cut-off Date, i.e., **Thursday, August 14, 2025**. He also informed that the facility for e-voting was also made available during the AGM to those Members who had not cast their vote(s) through remote e-voting. The Chairman, thereafter, informed that CS Hansraj Jaria, Practising Company Secretary, had been appointed as the Scrutinizer for scrutinizing the electronic voting process in a fair and transparent manner and that he was present at the AGM.

The Chairman further informed that in terms of the provisions of the Act, and other applicable provisions of law, relevant documents and Statutory Registers, as required, were made available electronically for inspection by the Members during the AGM.

The Chairman, thereafter, addressed the Members present at the AGM, followed by the Managing Director & CEO ('MD&CEO') of the Bank, who addressed the Members on the performance of the Bank.

The Chairman informed that the Report of the Joint Statutory Auditors on the Audited Financial Statement of the Bank, for the financial year ended March 31, 2025, did not contain any qualification, observation, comment or other remark, which may have any adverse effect on the functioning of the Bank. He further informed that the Report of the Secretarial Auditor, for the said financial year, also did not contain any qualification, observation, comment or other remark, which may have any adverse effect on the functioning of the Bank.

The Chairman, thereafter, invited the Members to put forth their queries and seek clarifications, if any, relating to the Annual Financial Statement for the financial year 2024-25 and proposals stated in the Notice of the AGM.

The Members, who had got themselves registered as Speaker Shareholders and were present at the Meeting, expressed their views/ sought clarification(s) on various issues relating to the business and operations of the Bank. Mr. Patha Pratim Sengupta, MD&CEO; Mr. Indranil Banerjee, Company Secretary; and Mr. Rajeev Mantri, CFO, responded to their queries and provided clarification(s) satisfactorily.

Thereafter, the following proposals, as stated out in the Notice of 11th AGM, were taken up for consideration:

Sl. No.	Agenda Items	Type of Resolution
Ordinary Business		
1.	Consideration and adoption of the Audited Annual Financial Statement of the Bank for the financial year ended March 31, 2025 and the Reports of the Auditors and the Board of Directors thereon	Ordinary
2.	Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2025	Ordinary
3.	Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714), who retires by rotation as a Director and being eligible, offers himself for re-appointment	Ordinary
4.	Appointment of M/s. V. Singhi & Associates, Chartered Accountants, as Joint Statutory Auditors of the Bank, and fixation of the remuneration of Joint Statutory Auditors	Ordinary

Sl. No.	Agenda Items	Type of Resolution
Special Business		
5.	Appointment and remuneration of M/s. Makarand M. Joshi & Co., Company Secretaries, as Secretarial Auditor of the Bank	Ordinary
6.	Appointment of Ms. Veni Thapar (DIN: 01811724) as an Independent Director	Special
7.	Remuneration of Mr. Ratan Kumar Kesh (DIN: 10082714), as Executive Director & Chief Operating Officer	Ordinary
8.	Approval for fixed remuneration for Non-Executive Directors except Part-time Non-Executive Chairperson	Ordinary

The Chairman announced that the facility for e-voting during the AGM had been activated for those Members who had not already cast their vote(s) through remote e-voting, and that the same would be available for 15 minutes thereof.

The Chairman then informed that the results of the remote e-voting and e-voting during the AGM, together with the Consolidated Report of the Scrutinizer thereon, will be submitted to the Stock Exchanges and displayed on the websites of the Bank, at www.bandhanbank.com, and the e-voting Service Provider, i.e., National Securities Depository Limited, at www.evoting.nsdl.com, within two days from the conclusion of the AGM. He further informed that the result will also be displayed at the Registered Office and Head Office of the Bank.

The Chairman thanked the Members for attending the 11th AGM of the Bank through VC/ OAVM and there being no other business to transact, declared that the Meeting would stand concluded upon completion of the e-voting during the Meeting.

The Meeting concluded at 02:02 p.m. (IST), upon completion of 15 minutes for e-voting during the AGM.

On the basis of the Scrutinizer's Consolidated Report dated August 21, 2025 on the remote e-voting and e-voting during the AGM, all the resolutions, as set out in the Notice dated June 27, 2025 for 11th AGM, have been duly passed, with requisite majority, by the Members of the Bank, on August 21, 2025, that is, the date of the 11th AGM.



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General information about company

Scrip code	541153
NSE Symbol	BANDHANBNK
MSEI Symbol	NOTLISTED
ISIN	INE545U01014
Name of the company	Bandhan Bank Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	21-08-2025
Start time of the meeting	11:00 AM
End time of the meeting	02:02 PM

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Scrutinizer Details

Name of the Scrutinizer	Hansraj Jaria
Firms Name	Hansraj Jaria
Qualification	CS
Membership Number	F7703
Date of Board Meeting in which appointed	27-06-2025
Date of Issuance of Report to the company	21-08-2025

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Voting results	
Record date	14-08-2025
Total number of shareholders on record date	797153
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	142
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Consideration and adoption of the Audited Annual Financial Statement of the Bank for the financial year ended March 31, 2025 and the Reports of the Auditors and the Board of Directors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	476455843	88.7845	476281904	173939	99.9635	0.0365
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	476455843	88.7845	476281904	173939	99.9635	0.0365
Public- Non Institutions	E-Voting	416042881	99183740	23.8398	99058203	125537	99.8734	0.1266
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100032891	24.0439	99907353	125538	99.8745	0.1255
Total		1610971405	1009511075	62.6647	1009211598	299477	99.9703	0.0297
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	476859685	88.8598	476836790	22895	99.9952	0.0048
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	476859685	88.8598	476836790	22895	99.9952	0.0048
Public- Non Institutions	E-Voting	416042881	99179313	23.8387	99060580	118733	99.8803	0.1197
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100028464	24.0428	99909730	118734	99.8813	0.1187
Total		1610971405	1009910490	62.6895	1009768861	141629	99.9860	0.0140
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714), who retires by rotation as a Director and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	472711068	88.0867	438553104	34157964	92.7740	7.2260
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	472711068	88.0867	438553104	34157964	92.7740	7.2260
Public- Non Institutions	E-Voting	416042881	99169558	23.8364	99028107	141451	99.8574	0.1426
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100018709	24.0405	99877257	141452	99.8586	0.1414
Total		1610971405	1005752118	62.4314	971452702	34299416	96.5897	3.4103
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. V. Singhi & Associates, Chartered Accountants, as Joint Statutory Auditors of the Bank, and fixation of the remuneration of Joint Statutory Auditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	476859685	88.8598	437266242	39593443	91.6970	8.3030
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	476859685	88.8598	437266242	39593443	91.6970	8.3030
Public- Non Institutions	E-Voting	416042881	99174380	23.8375	99037772	136608	99.8623	0.1377
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100023531	24.0416	99886922	136609	99.8634	0.1366
Total		1610971405	1009905557	62.6892	970175505	39730052	96.0660	3.9340
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment and remuneration of M/s. Makarand M. Joshi & Co., Company Secretaries, as Secretarial Auditor of the Bank				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	472711068	88.0867	466091798	6619270	98.5997	1.4003
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	472711068	88.0867	466091798	6619270	98.5997	1.4003
Public- Non Institutions	E-Voting	416042881	99173755	23.8374	99035738	138017	99.8608	0.1392
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100022906	24.0415	99884888	138018	99.8620	0.1380
Total		1610971405	1005756315	62.4317	998999027	6757288	99.3281	0.6719
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

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Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Veni Thapar (DIN: 01811724) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	472711068	88.0867	472711068	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	472711068	88.0867	472711068	0	100.0000	0.0000
Public- Non Institutions	E-Voting	416042881	99173756	23.8374	99037768	135988	99.8629	0.1371
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100022907	24.0415	99886918	135989	99.8640	0.1360
Total		1610971405	1005756316	62.4317	1005620327	135989	99.9865	0.0135
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Remuneration of Mr. Ratan Kumar Kesh (DIN: 10082714), as Executive Director & Chief Operating Officer				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	471218560	87.8086	466660898	4557662	99.0328	0.9672
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	471218560	87.8086	466660898	4557662	99.0328	0.9672
Public- Non Institutions	E-Voting	416042881	99169284	23.8363	99019932	149352	99.8494	0.1506
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100018435	24.0404	99869082	149353	99.8507	0.1493
Total		1610971405	1004259336	62.3387	999552321	4707015	99.5313	0.4687
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

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Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for fixed remuneration for Non-Executive Directors except Part-time Non-Executive Chairperson				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	658285633	433022341	65.7803	433022341	0	100.0000	0.0000
Public- Institutions	E-Voting	536642891	476859685	88.8598	476859685	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total	536642891	476859685	88.8598	476859685	0	100.0000	0.0000
Public- Non Institutions	E-Voting	416042881	99173709	23.8374	99026251	147458	99.8513	0.1487
	Poll		849151	0.2041	849150	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total	416042881	100022860	24.0415	99875401	147459	99.8526	0.1474
Total		1610971405	1009904886	62.6892	1009757427	147459	99.9854	0.0146
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	225263292
Public Insitutions	
Public - Non Insitutions	

In terms of the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a shareholder in excess of 26% of the total voting rights of all shareholders of the Bank shall not be considered. Accordingly, voting rights of Bandhan Financial Holdings Limited, under the category of Promoter and Promoter Group, has been considered up to 26% of the voting rights of all shareholders of the Bank, i.e., 41,88,52,565 equity shares out of 64,41,15,857 equity shares held as on cut-off date, and votes cast with regard to remaining 22,52,63,292 equity shares have been treated and shown as invalid votes.

Consolidated Scrutinizer's Report on remote e-voting & e-voting conducted at the 11th Annual General Meeting of Bandhan Bank Limited held on Thursday, August 21, 2025

[In accordance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of the 11th Annual General Meeting of Bandhan Bank Limited, held on August 21, 2025
CIN: L67190WB2014PLC204622
Registered Office: DN-32, Sector V, Salt Lake, Kolkata – 700 091
Head Office: Floors 12th to 14th, Adventz Infinity@5, BN-5, Sector V, Salt Lake City, Kolkata – 700 091

Dear Sir,

I, Hansraj Jaria, Practicing Company Secretary, having my office at 36, Abinash Sashmal Lane, Belegghata, Kolkata – 700 010, have been appointed by the Board of Directors of Bandhan Bank Limited (hereinafter, referred to as '**the Bank**'), at its meeting held on June 27, 2025, as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting conducted during the 11th Annual General Meeting (hereinafter, referred to as '**AGM**' or '**Meeting**') of the Bank (hereinafter, collectively referred to as '**electronic voting**'), in a fair and transparent manner, pursuant to Section 108 of the Companies Act, 2013 (hereinafter, referred to as '**Act**'), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter, referred to as '**SEBI LODR**'), as amended, and in accordance with the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (hereinafter, referred to as '**MCA**'), read with Circulars, if any, issued by the Securities and Exchange Board of India (hereinafter, referred to as '**SEBI**'), permitting holding of the AGM through video conferencing (hereinafter, referred to as '**VC**') or other audio visual means (hereinafter, referred to as '**OAVM**').



I have examined the records of electronic voting and other relevant documents as required for that purpose. In my opinion, and to the best of my information and according to the verification and examinations carried out by me and explanations furnished to me by the Bank, its officers and its Registrars and Share Transfer Agent, namely, Kfin Technologies Limited, I hereby submit my Consolidated Report w.r.t. the electronic voting, as under:-

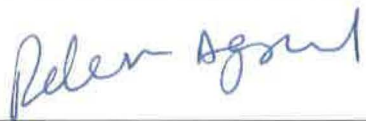
1. Remote e-voting & e-voting during the Meeting

The members of the Bank had the option of voting on all the resolutions as contained in the Notice dated June 27, 2025 calling the 11th AGM (hereinafter, referred to as '**Notice**') by casting their vote(s) electronically during the remote e-voting period and also by casting their vote(s) electronically during the Meeting held on August 21, 2025 at 11:00 A.M. (IST), if they had not cast their votes during the remote e-voting period.

The Bank had appointed National Securities Depository Limited (hereinafter, referred to as '**NSDL**') as the Service Provider for the AGM, for the purpose of extending the facility of electronic voting to the members of the Bank.

2. E-voting Process

- a. The remote e-voting period remained open from Sunday, August 17, 2025 (9:00 A.M., IST) to Wednesday, August 20, 2025 (5:00 P.M., IST).
- b. The e-voting during the Meeting commenced upon the instruction of the Chairman of the Meeting for those members who had not cast their vote(s) during the remote e-voting period.
- c. The votes cast were unblocked at 2:34 P.M. (IST) on Thursday, August 21, 2025, after the conclusion of the AGM, in the presence of two (2) witnesses, namely, Mr. Rakesh Agrawal and Ms. Soumashree Goswami, who are not in the employment of the Bank, and who have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Rakesh Agrawal



Name: Ms. Soumashree Goswami

- d. Thereafter, the details containing, *inter alia*, the list of Equity Shareholders, who voted "for" or "against" each of the resolutions that was put to vote, were generated from the e-voting website, as provided by NSDL, i.e., <https://www.evoting.nsdl.com/> (hereinafter, referred to as the '**e-voting website**').
- e. Particulars of all the votes cast through remote e-voting as well as e-voting during the Meeting have been entered in a register separately maintained for the purpose.



3. Cut-off Date

The Equity Shareholders of the Bank, as on the "Cut-off Date", i.e., Thursday, August 14, 2025, were entitled to vote on the resolutions set out at Item Nos. 1 to 8 of the Notice.

4. Documents

I am producing before you the register and the related records, including details of remote e-voting and e-voting during the Meeting, as available from the login at the e-voting website, for verification at your end, at the time of submitting this Report.

5. Consolidated Tabulation/Voting

I submit herewith, my Consolidated Scrutiniser's Report on the results of the remote e-voting and e-voting during the Meeting, prepared based on the reports provided by NSDL and relied upon by me. In my Report, I have also considered the provisions of Section 12(2) of the Banking Regulation Act, 1949, read with 'Gazette Notification DBR.PSBD.No. 1084/16.13.100/2016-17 dated July 21, 2016' and 'Master Direction – Reserve Bank of India (Acquisition and Holding of Shares or Voting Rights in Banking Companies) Directions, 2023' ('**Master Direction**'), along with 'Guidelines on Acquisition and Holding of Shares or Voting Rights in Banking Companies' ('**Guidelines**'), issued by the Reserve Bank of India on January 16, 2023, according to which no shareholder in a banking company can exercise voting rights in excess of twenty-six percent of the total voting rights of all shareholders of the banking company. Accordingly, the voting rights of the following shareholder has been considered only to the extent of twenty six percent of the aggregate voting rights of all the shareholders of the Bank:

Sl. No.	Name	Percentage of Shareholding	Percentage of Voting Right	Exercisable Voting Right (in %)
1.	Bandhan Financial Holdings Limited (Promoter)	39.98	39.98	26.00

The Consolidated Results of the remote e-voting and the e-voting during the 11th AGM are as under:

ORDINARY BUSINESS:

Item No. 1 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Consideration and adoption of the Audited Annual Financial Statement of the Bank for the financial year ended March 31, 2025 and the Reports of the Auditors and the Board of Directors thereon - Ordinary Resolution								
Remote e-voting	1,426	1,00,83,62,448	99.89	76	2,99,476	0.03	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0



Handwritten signature



Total	1,438	1,00,92,11,598	99.97	77	2,99,477	0.03	1	22,52,63,292
Item No. 2 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Declaration of dividend on equity shares of the Bank for the financial year ended March 31, 2025 – Ordinary Resolution								
Remote e-voting	1,436	1,00,89,19,711	99.90	64	1,41,628	0.02	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0
Total	1,448	1,00,97,68,861	99.98	65	1,41,629	0.02	1	22,52,63,292

Item No. 3 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Appointment of Mr. Ratan Kumar Kesh (DIN: 10082714), who retires by rotation as a Director and being eligible, offers himself for re-appointment – Ordinary Resolution								
Remote e-voting	1,346	97,06,03,552	96.51	152	3,42,99,415	3.41	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0
Total	1,358	97,14,52,702	96.59	153	3,42,99,416	3.41	1	22,52,63,292

Item No. 4 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Appointment of M/s. V. Singhi & Associates, Chartered Accountants, as Joint Statutory Auditors of the Bank, and fixation of the remuneration of Joint Statutory Auditors– Ordinary Resolution								
Remote e-voting	1,341	96,93,26,355	95.98	158	3,97,30,051	3.94	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0
Total	1,353	97,01,75,505	96.06	159	3,97,30,052	3.94	1	22,52,63,292

SPECIAL BUSINESS:

Item No. 5 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Appointment and remuneration of M/s. Makarand M. Joshi & Co., Company Secretaries, as Secretarial Auditor of the Bank– Ordinary Resolution								
Remote e-voting	1,358	99,81,49,877	99.24	133	67,57,287	0.67	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0
Total	1,370	99,89,99,027	99.33	134	67,57,288	0.67	1	22,52,63,292



Item No. 6 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Appointment of Ms. Veni Thapar (DIN: 01811724) as an Independent Director – Special Resolution								
Remote e-voting	1,388	1,00,47,71,177	99.90	102	1,35,988	0.02	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0
Total	1,400	1,00,56,20,327	99.98	103	1,35,989	0.02	1	22,52,63,292

Item No. 7 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Remuneration of Mr. Ratan Kumar Kesh (DIN: 10082714), as Executive Director & Chief Operating Officer – Ordinary Resolution								
Remote e-voting	1,355	99,87,03,171	99.45	137	47,07,014	0.47	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0
Total	1,367	99,95,52,321	99.53	138	47,07,015	0.47	1	22,52,63,292

Item No. 8 of the Notice	Votes cast in favour of the resolution			Votes cast against the resolution			Invalid votes	
	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast	% of total valid votes cast	No. of members voting	No. of votes cast
Approval for fixed remuneration for Non-Executive Directors except Part-time Non-Executive Chairperson – Ordinary Resolution								
Remote e-voting	1,367	1,00,89,08,277	99.90	124	1,47,458	0.02	1	22,52,63,292*
E-voting during the Meeting	12	8,49,150	0.08	1	1	0.00	0	0
Total	1,379	1,00,97,57,427	99.98	125	1,47,459	0.02	1	22,52,63,292

(*Pursuant to the provisions of Section 12(2) of the Banking Regulation Act, 1949, voting rights of a member exceeding 26% of the total voting rights of all the members in the Bank have not been considered.)

6. It has been represented to me by the Bank, that the votes have been cast by only those Members who were entitled to do so through the designated system of NSDL and that their authenticity have been confirmed by NSDL.
7. Based on the aforesaid results, I hereby report that the Ordinary Resolutions as set out at the Item Nos. 1 to 5, 7 and 8 and Special Resolution as set out at the Item No. 6 of the Notice dated June 27, 2025, have been passed with requisite majority.

8. Management's Responsibility

The Management of the Bank is responsible to ensure compliance with the requirements of the Act and the Rules made thereunder and the circulars issued by the MCA and the SEBI, as mentioned above, and the SEBI LODR, as amended, relating to electronic voting on the resolutions contained in the Notice calling the AGM.



9. Scrutinizer's Responsibility

My responsibility as Scrutinizer for e-voting process is restricted to scrutinizing the electronic voting process in a fair and transparent manner and to prepare the Consolidated Scrutinizer's Report of the votes cast "FOR" or "AGAINST" the resolutions stated in the Notice calling the AGM, based on the reports of remote e-voting and e-voting during the AGM, as generated from the electronic voting system provided by NSDL, the Service Provider.

10. The register and all the other relevant records relating to the electronic voting are under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking you.



Hansraj Jaria

(Practicing Company Secretary)

Membership No.: F7703

COP: 19394

UDIN: F007703G001052505

Place: Kolkata

Dated: August 21, 2025



Countersigned by



Dr. Anup Kumar Sinha

Non-Executive (Independent) Chairman

(DIN: 08249893)

Place: Kolkata

Dated: August 21, 2025